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DENVER

ATTORNEYS AT LAW

2000 PENNSYLVANIA AVENUE, NW
WASHINGTON, D.C. 20006-1888
TELEPHONE (202) 887-1500
TELEFACSIMILE (202) 887-0763

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(202) 887-8745

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FEDERAL COMMUNICATIONS COMMISSION
WASHINGTON, D.C. 20554

Hand Delivery

Magalie Roman Salas, Secretary
Federal Communications Commission
445 12th Street, SW, Room TW-A325
Washington, D.C. 20554

Re: VoiceStream Wireless Corporation/Deutsche Telekom AG
Personal Communications Service ("PCS")
Omnipoint Holdings, Inc. (Licensee)
VoiceStream Wireless Corporation (Transferor)
Deutsche Telekom AG (Transferee)
Transfer of control application (FCC Form 603)

Dear Ms. Salas:

On behalf of VoiceStream Wireless Corporation ("VoiceStream") and Deutsche Telekom AG ("DT"), we enclose herewith for filing an application (FCC Form 603) for Commission consent to transfer control of the above-referenced licensee from VoiceStream to DT. This transfer of control application should be associated with related applications for Commission consent to the merger between VoiceStream and DT being filed concurrently herewith. See Lead Application, VoiceStream PCS I License L.L.C., File Number 0000211827.

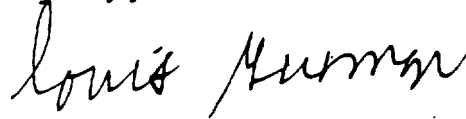
An application partially assigning KNLF249 and KNLF253 from AT&T Wireless, L.L.C. to Omnipoint Holdings, Inc. ("Omnipoint"), a VoiceStream subsidiary, is pending before the FCC. See FCC File No. 0000192987. Because the partial assignment application remains pending, ULS will not allow the parties to file an electronic version of this transfer of control application. Therefore, the parties respectfully request a waiver of Section 1.913 of the Commission's Rules.

MORRISON & FOERSTER LLP

Magalie Roman Salas
September 18, 2000
Page Two

Kindly date stamp the enclosed duplicate copy as received and return it for our records in the attached envelope. Please contact undersigned counsel should you have questions regarding the transferor's portion of the application. Any questions regarding transferee's portion of the application should be directed to Mr. John H. Harwood, II, counsel to DT, at (202) 663-6333.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Louis Gurman".

Louis Gurman
*Counsel to VoiceStream Wireless
Corporation*

Enclosure

cc: John H. Harwood, II

FCC Wireless Telecommunications Bureau
Application for Assignments of Authorization
and Transfers of Control

Approved by OMB
3060 - 0800
See instructions for
public burden estimate

1) Application Purpose (Select only one) (TC)

AA - Assignment of Authorization TC - Transfer of Control	AM - Amendment WD - Withdrawal	NT - Required Notification (for Consummation of Assignment or Transfer) EX - Request for Extension of Time (to Consummate Assignment or Transfer)
2a) If this request is for an Amendment or Withdrawal, enter the File Number of the pending application currently on file with the FCC.		File Number:
2b) File numbers of related pending applications currently on file with the FCC:		

Type of Transaction

3a) Is this a <i>pro forma</i> assignment of authorization or transfer of control?	(N) <u>Yes</u> No
3b) If the answer to Item 3a is 'yes', is this a notification of a <i>pro forma</i> transaction being filed under the Commission's forbearance procedures for telecommunications licenses?	(<u>Yes</u> No
4) For assignments of authorization only, is this a partition and/or disaggregation?	(<u>Yes</u> No
5) Does this filing request a waiver of the Commission's rules?	(Y) <u>Yes</u> No
6) Are attachments being filed with this application?	(Y) <u>Yes</u> No
7a) Does the transaction that is the subject of this application also involve transfer or assignment of other wireless licenses held by the assignor/transferor or affiliates of the assignor/transferor (e.g., parents, subsidiaries, or commonly controlled entities) that are not included on this form and for which Commission approval is required?	(Y) <u>Yes</u> No
7b) Does the transaction that is the subject of this application also involve transfer or assignment of non-wireless licenses that are not included on this form and for which Commission approval is required?	(Y) <u>Yes</u> No

Transaction Information

8) How will the assignment of authorization or transfer of control be accomplished? Select One: (S)
<u>Sale</u> or other assignment or transfer of stock <u>Court Order</u>
Other (voting trust agreement, management contract, etc.): _____
If required by applicable rule, attach as an exhibit a statement on how control is to be assigned or transferred, along with copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc.
9) The assignment of authorization or transfer of control of license is: (V) <u>Voluntary</u> Involuntary

Licensee/Assignor Information

10a) Taxpayer Identification Number:		10b) SGIN:	
11) First Name (if individual):	MI:	Last Name:	Suffix:
12) Entity Name (if not an individual): Omnipoint Holdings, Inc.			
13) Attention To:			
14) P.O. Box:	And /Or	15) Street Address: 3650 131st Avenue, S.E., Suite 200	
16) City: Bellevue		17) State: WA	18) Zip: 98006
19) Telephone Number: (425) 653-4600		20) FAX: (425) 653-4840	
21) E-Mail Address:			

22 Race, Ethnicity, and Gender of Assignor/Licensee (Optional):

Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

Transferor Information (for transfers of control only)

23a) Taxpayer Identification Number:			23b) SGIN		
24) First Name (if individual):		MI:	Last Name:		Suffix:
25) Entity Name (if other than individual): VoiceStream Wireless Corporation					
26) P.O. Box:		And /Or	27) Street Address: 3650 131st Avenue, S.E., Suite 200		
28) City: Bellevue			29) State: WA	30) Zip: 98006	
31) Telephone Number: (425) 653-4600			32) FAX: (425) 653-4840		
33) E-Mail Address:					

Name of Transferor Contact Representative (if other than Transferor) (for transfers of control only)

34) First Name: Louis		MI:	Last Name: Gurman		Suffix: Esq.
35) Company Name: Morrison & Foerster LLP					
36) P.O. Box:		And /Or	37) Street Address: 2000 Pennsylvania Avenue, NW		
38) City: Washington			39) State: DC	40) Zip: 20006	
41) Telephone Number: (202) 887-1500			42) FAX: (202) 887-0763		
43) E-Mail Address: lgurman@mofo.com					

Assignee/Transferee Information

44) Assignee is a(n): (C) <input type="checkbox"/> Individual Corporation <input checked="" type="checkbox"/> Unincorporated Association <input type="checkbox"/> Trust <input type="checkbox"/> Government Entity <input type="checkbox"/> Joint Venture					
45a) Taxpayer Identification Number:					
46) First Name (if individual):			MI:	45b) SGIN	
47) Entity Name (if other than individual): Deutsche Telekom AG		49) TIN			
48) Name of Real Party in Interest:					
50) Attention To:					

51) P.O. Box:	And /Or	52) Street Address:
		1020 19th Street, N.W., Suite 850
53) City:	54) State:	55) Zip:
Washington	DC	20036
56) Telephone Number:	57) FAX:	
(202) 452-0656	(202) 452-9555	
58) E-Mail Address:		
andreas.tegge@usa.telekom.de		

Name of Assignee/Transferee Contact Representative (if other than Assignee/Transferee)

59) First Name:	MI:	Last Name:	Suffix:
William	T	Lake	
60) Company Name:			
Wilmer, Cutler & Pickering			
61) P.O. Box:	And /Or	62) Street Address:	
		2445 M Street, N.W.	
63) City:	64) State:	65) Zip:	
Washington	DC	20037-1420	
66) Telephone Number:	67) FAX:		
(202) 663-6000	(202) 663-6363		
68) E-Mail Address:			
wlake@wilmer.com			

Alien Ownership Questions

69) Is the Assignee or Transferee a foreign government or the representative of any foreign government?	(N) <u>Y</u> es <u>N</u> o
70) Is the Assignee or Transferee an alien or the representative of an alien?	See Exhibit. (Y) <u>Y</u> es <u>N</u> o
71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government?	See Exhibit. (Y) <u>Y</u> es <u>N</u> o
72) Is the Assignee or Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	See Exhibit. (Y) <u>Y</u> es <u>N</u> o
73) Is the Assignee or Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If 'Yes', attach exhibit explaining nature and extent of alien or foreign ownership or control.	See Exhibit. (N) <u>Y</u> es <u>N</u> o


Basic Qualification Questions

74) Has the Assignee or Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission? If 'Yes', attach exhibit explaining circumstances.	(N) <u>Y</u> es <u>N</u> o
75) Has the Assignee or Transferee or any party to this application, or any party directly or indirectly controlling the Assignee or Transferee, or any party to this application ever been convicted of a felony by any state or federal court? If 'Yes', attach exhibit explaining circumstances.	(N) <u>Y</u> es <u>N</u> o
76) Has any court finally adjudged the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition? If 'Yes', attach exhibit explaining circumstances.	(N) <u>Y</u> es <u>N</u> o
77) Is the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee currently a party in any pending matter referred to in the preceding two items? If 'Yes', attach exhibit explaining circumstances.	(N) <u>Y</u> es <u>N</u> o

78) Race, Ethnicity, and Gender of Assignee/Transferee (Optional):

Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

Assignor/Transferor Certification Statements

1) The Assignor or Transferor certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for <i>pro forma</i> assignments and transfers by telecommunications carriers. See <i>Memorandum Opinion and Order</i> , 13 FCC Rcd. 6293 (1998).			
2) The Assignor or Transferor certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.			
79) Typed or Printed Name of Party Authorized to Sign			
First Name:	MI:	Last Name:	Suffix:
David	A.	Miller	Esq.
80) Title: Vice President			
Signature: 			81) Date: 9/5/00

Assignee/Transferee Certification Statements

1) The Assignee or Transferee certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for <i>pro forma</i> assignments and transfers by telecommunications carriers. See <i>Memorandum Opinion and Order</i> , 13 FCC Rcd. 6293 (1998).
2) The Assignee or Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.
3) The Assignee or Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership, attribution, or spectrum cap rule. * If the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.
4) The Assignee or Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor or Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the Assignor or Transferor prior to this assignment.
5) The Assignee or Transferee certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
6) The Assignee or Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 882, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b) for the definition of "party to the application" as used in this certification.
7) The applicant certifies that it either (1) has an updated Form 602 on file with the Commission, (2) is filing an updated Form 602 simultaneously with this application, or (3) is not required to file Form 602 under the Commission's Rules.

82) Typed or Printed Name of Party Authorized to Sign

First Name:	MI:	Last Name:	Suffix:
Hans-Willi		Hefekäuser	

83) Title:

Senior Executive Vice President, Government Affairs

Signature:

Hefekäuser

84) Date:

9/5/00

WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

[illegible]

Assignments of Authorization

1) Assignee Eligibility for Installment Payments (for assignments of authorization only)

Is the Assignee claiming the same category or a smaller category of eligibility for installment payments as the Assignor (as determined by the applicable rules governing the licenses issued to the Assignor)?

(☒ Yes ☐ No)

If 'Yes', is the Assignee applying for installment payments?

(☒ Yes ☐ No)

2) Gross Revenues and Total Assets Information (if required) (for assignments of authorization only)

Refer to applicable auction rules for method to determine required gross revenues and total assets information

Year 1 Gross Revenues (current)	Year 2 Gross Revenues	Year 3 Gross Revenues	Total Assets:

3) Certification Statements

For Assignees Claiming Eligibility as an Entrepreneur Under the General Rule

Assignee certifies that they are eligible to obtain the licenses for which they apply.

For Assignees Claiming Eligibility as a Publicly Traded Corporation

Assignee certifies that they are eligible to obtain the licenses for which they apply and that they comply with the definition of a Publicly Traded Corporation, as set out in the applicable FCC rules.

For Assignees Claiming Eligibility Using a Control Group Structure

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

For Assignees Claiming Eligibility as a Very Small Business, Very Small Business Consortium, Small Business, or as a Small Business Consortium

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

For Assignees Claiming Eligibility as a Rural Telephone Company

Assignee certifies that they meet the definition of a Rural Telephone Company as set out in the applicable FCC rules, and must disclose all parties to agreement(s) to partition licenses won in this auction. See applicable FCC rules.

Transfers of Control

4) Licensee Eligibility (for transfers of control)

As a result of the transfer of control, must the licensee now claim a larger or higher category of eligibility than was originally declared?

(☒ Yes ☐ No)

If 'Yes', the new category of eligibility of the licensee is: _____

Certification Statement for Transferees

Transferee certifies that the answers provided in Item 4 are true and correct.